

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO
et al.,

(Jointly Administered)

Debtors.¹
-----X

ORDER ESTABLISHING PRELIMINARY CONFIRMATION SUBMISSION AND
DISCOVERY PROCEDURES, AND DIRECTING NOTICE TO CREDITORS OF THE SAME

The Court has received and reviewed the *Informative Motion of the Financial Oversight and Management Board for Puerto Rico Regarding Order Directing the Oversight Board to File an Amended Order Establishing Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* (Docket Entry No. 17395, the “Informative Motion”), filed by the Oversight Board in accordance with the Court’s July 15,

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

2021, *Order Directing the Oversight Board to File an Amended Confirmation Procedures Order* (Docket Entry No. 17362, the “July 15th Order”).

The hearing to consider approval of the Disclosure Statement has been continued until July 27, 2021, to facilitate negotiations between the Debtors and certain creditors and the completion of the presentation of arguments on objections to the Disclosure Statement and related matters. A further amended proposed Plan and Disclosure Statement may be filed prior to the continued hearing date. Under these circumstances, the Court declines to enter the Amended Procedures Order² in advance of its decision on the motion for approval of the Disclosure Statement.³

In order to facilitate progress toward consideration of confirmation of a proposed Plan in 2021 if a Disclosure Statement is approved, however, the Court has determined that confirmation-related discovery should commence promptly. The deadlines and procedures for confirmation-related discovery and submissions set forth in the Preliminary Confirmation and Discovery Procedures Notice annexed hereto as Exhibit A are hereby adopted, subject to further revisions that the Court may deem necessary following a decision regarding the proposed Disclosure Statement. The Court hereby ORDERS the Debtors to serve, within five business days of entry of this Order, a Preliminary Confirmation and Discovery Procedures Notice, in the form set forth in the attached Exhibit A.

² Capitalized terms not defined herein shall have the meanings given to them in the Informative Motion.

³ The Debtors should include the changes detailed herein in the next iteration of the proposed Amended Procedures Order that they file prior to the hearing on July 27, 2021.

The parties are authorized and directed to proceed in accordance with the timetable and measures detailed in Exhibit A, which reflects the following changes from the proposed Confirmation Procedures that were detailed in the July 15th Order:

1. Creditors and parties in interest that wish to participate in discovery and/or obtain access to the Plan Depository must file a Notice of Intent to Participate in Discovery (rather than a Notice of Intent to Object). Creditors and parties in interest who want to obtain access to the Plan Depository and serve discovery requests must file their Notice of Intent to Participate in Discovery by August 15, 2021. Creditors and parties in interest who solely want access to documents in the Plan Depository must file their Notice of Intent to Participate in Discovery by October 19, 2021. The failure to file a Notice of Intent to Participate in Discovery will not prevent anyone from filing an objection to the confirmation of the plan – it will just exclude them from participating in discovery. It is expected that parties taking discovery will use their best efforts to avoid duplicative discovery requests.
2. Creditors and parties in interest who have filed a Notice of Intent to Participate in Discovery by August 15, 2021, can file Initial Production Requests at any time between August 6th and August 27th. Responses and objections to Production Requests will presumptively be due seven (7) days after service of such Production Requests, unless the parties agree to an extension, or an extension is allowed by the Court. Follow-up document requests will be permitted, provided they are served in time to be answered within the fact discovery period. Discovery requests directed to third parties will also be permissible, provided that such discovery must be completed within the fact discovery period as well.
3. The deadline for the Debtors to file replies to Objections to confirmation of the Plan is extended from October 25, 2021, to October 27, 2021.
4. The deadline for all parties to serve counter-designations, objections to deposition designations, or objections to exhibit lists is October 30, 2021.
5. The deadline for all parties to file rebuttal expert reports is October 8, 2021.
6. The Court hopes and expects to hold the Confirmation Hearing in person in Puerto Rico to the extent possible and in accordance with then-applicable Court entry and occupancy procedures and public health guidelines. In that case, there will be a video connection to New York, and it is possible that some appearances may be made from New York, again subject to Court procedures and public health guidelines. Hybrid or remote modalities may also be used if the Court

deems them necessary. Additional information concerning the Confirmation Hearing will be provided in further orders, including in the trial procedures order.

SO ORDERED.

Dated: July 20, 2021

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge